

Exhibit A

B 1 (Official Form 1) (12/07)

United States Bankruptcy Court District of Maryland	
Name of Debtor (if individual, enter Last, First, Middle): Luminent Mortgage Capital, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social-Security/Complete EIN or other Tax-I.D. No. (if more than one, state all): 06-1694835	Last four digits of Social-Security/Complete EIN or other Tax-I.D. No. (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1515 Market Street, Suite 2000 Philadelphia, PA <div style="text-align: right;">ZIP CODE 19102</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Philadelphia	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>	
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) 	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div style="width: 45%;"> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

THIS SPACE IS FOR
COURT USE ONLY

B 1 (Official Form 1) (12/07)

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Luminent Mortgage Capital, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment A	Case Number:	Date Filed:	
District: District of Maryland	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<div style="text-align: right;">_____</div> (Name of landlord that obtained judgment)			
<div style="text-align: right;">_____</div> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (12/07)		Page 3
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Luminent Mortgage Capital, Inc.
Signatures		
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Joel I. Sher</u> Signature of Attorney for Debtor(s) <u>Joel I. Sher</u> Printed Name of Attorney for Debtor(s) <u>Shapiro Sher Guinot & Sandler</u> Firm Name <u>36 South Charles Street</u> Address <u>Suite 2000</u> <u>Baltimore, Maryland 21201</u> <u>(410) 385-0202</u> Telephone Number <u>9/5/2008</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Zachary H Pashel</u> Signature of Authorized Individual <u>Zachary H Pashel</u> Printed Name of Authorized Individual <u>President and Chief Executive Officer</u> Title of Authorized Individual <u>9/4/2008</u> Date</p>		

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

UNITED STATES BANKRUPTCY COURT

District of Maryland

In re Luminent Mortgage Capital, Inc.,) Case No. _____
 Debtor)
)
) Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-31828.

2. The following financial data is the latest available information and refers to the debtor's condition on July 31, 2008.

a. Total assets	\$	<u>13,365,441.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$	<u>486,084,443.00</u>	
c. Debt securities held by more than 500 holders:			Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	_____	_____

d. Number of shares of preferred stock

e. Number of shares common stock

_____	_____
<u>46,024,339</u>	<u>409</u>

Comments, if any: _____

3. Brief description of debtor's business:

Luminent Mortgage Capital, Inc. is a real estate investment trust which historically invested in mortgage loans and mortgage-backed securities. Currently, the company is marketing its investment management services to others for fee income.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
 LSV Asset Management

ATTACHMENT A**Pending Bankruptcy Case Filed by any Affiliate of this Debtor**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Maryland (the "Court"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

ENTITY NAME	EIN	JURISDICTION OF DOMICILE
Luminent Mortgage Capital, Inc.	06-1694835	Maryland
Luminent Capital Management, Inc.	20-2347998	Delaware
Maia Mortgage Finance Statutory Trust	20-3364223	Maryland
Mercury Mortgage Finance Statutory Trust	20-3245607	Maryland
Minerva CDO Delaware SPV LLC	06-1694835	Delaware
Minerva Mortgage Finance Corporation	16-1740962	Maryland
OT Realty Trust	77-0708840	Maryland
Pantheon Holding Company, Inc.	26-0455920	Delaware
Proserpine, LLC	20-3163919	Pennsylvania
Saturn Portfolio Management, Inc.	20-2450966	Delaware

LUMINENT MORTGAGE CAPITAL, INC.

UNANIMOUS WRITTEN CONSENT OF DIRECTORS IN LIEU OF MEETING

The undersigned being all of the members of the Board of Directors (the "Board") of LUMINENT MORTGAGE CAPITAL, INC. (the "Company"), a Maryland corporation, acting by unanimous written consent in accordance with the Bylaws of the Company and applicable law, waive notice of time, place and purpose of a meeting of the Board and hereby consent and agree to the following actions with the same force and effect as if approved by unanimous vote at a duly constituted meeting of the Board and direct that this document be delivered to the Company for inclusion in the minutes or filing with the records of the Company:

WHEREAS, the Board has considered the Company's business activities and proposed restructuring alternatives;

NOW, THEREFORE, BE IT RESOLVED, that in the good faith business judgment of the Board, it is in the best interest of the Company, its creditors, stakeholders and other interested parties, that a voluntary petition for relief under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), be filed in the United States Bankruptcy Court for the District of Maryland (the "Bankruptcy Court"); and

BE IT RESOLVED FURTHER, that the officers of the Company or any one of them (the "Officers") be, and each hereby is, authorized, empowered and directed to execute and verify on behalf of and in the name of the Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court in such form and at such time as the Officer executing said petition on behalf of the Company shall determine; and

BE IT RESOLVED FURTHER, that the Officers, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, a plan of reorganization and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel or other professionals and to take any and all actions which they deem necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and

BE IT RESOLVED FURTHER, that the Company shall be and hereby is authorized, empowered and directed to employ, on behalf of the Company, the law firm of Hunton & Williams LLP under a special retainer as co-counsel to the Company and in other related matters on such terms and conditions as the Officers of the Company shall approve; and

BE IT RESOLVED FURTHER, that the Company shall be and hereby is authorized, empowered and directed to employ, on behalf of the Company, the law firm of Shapiro, Sher, Guinot, & Sandler under a special retainer as co-counsel to the

Company and in other related matters on such terms and conditions of the Officers of the Company shall approve; and

BE IT RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or matters related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

BE IT RESOLVED FURTHER, that the Company be, and hereby is, authorized to enter into, execute and deliver the Post-Petition Loan and Security Agreement (the "Arco DIP Credit Agreement") by and among Company, the subsidiaries of the Company signatory thereto as Borrowers, and Arco Capital Corporation, Ltd., providing for a credit facility of up to \$3,242,000, in substantially the form of the draft Arco DIP Credit Agreement dated as of September 2, 2008, with such changes as are deemed necessary, appropriate or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such approval and determination; and

BE IT RESOLVED FURTHER, that any Officer is, and each of them individually hereby are, authorized, in the name and on behalf of the Company, to execute and deliver the Arco DIP Credit Agreement and all notes, guaranties, security agreements, pledge agreements, instruments or other documents or agreements related thereto or required thereby; all containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by the Officer executing the same, the execution thereof by such Officer to be conclusive evidence of such determination, and to do all such other acts or deeds as are or as are deemed by such Officer to be necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and the foregoing resolutions; and

BE IT RESOLVED FURTHER, that the Company is authorized to perform fully its obligations under the Arco DIP Credit Agreement, and any such other agreements or amendments related thereto and to engage without limitation in such other transactions, arrangements or activities (collectively, the "Activities") as are reasonably related or incident to or which will serve to facilitate or enhance for the benefit of the Company the transactions contemplated by these resolutions, including without limitation any modification, extension or expansion (collectively, the "Changes") of any of the Activities or of any other transactions, arrangements or activities resulting from any of the Changes and to enter into such other agreements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and

BE IT RESOLVED FURTHER, that the effective date of the foregoing resolutions shall be September 4, 2008.

This Unanimous Written Consent of Directors in Lieu of Meeting may be executed in any number of separate counterparts which, when taken together, shall constitute but one and the same document.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of Directors in Lieu of Meeting as of September 4, 2008.

/s/

Zachary H Pashel

/s/

Robert B. Goldstein

/s/

Bruce A. Miller

/s/

Frank L. Raiter

/s/

Joseph E. Whitters

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
Baltimore Division**

In re:)	Case No.: 08-_____
)	(Chapter 11)
LUMINENT MORTGAGE CAPITAL, INC.,)	
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rule 7007.1 of the Federal Rules of Bankruptcy Procedure, Luminent Mortgage Capital, Inc. certifies that it is a publicly traded corporation whose shares are traded in the over-the-counter market. No corporation owns ten percent or more of the shares of Luminent Mortgage Capital, Inc.

Luminent Mortgage Capital, Inc.

/s/ Zachary H Pashel

Name: Zachary H Pashel

Title: President and Chief Executive Officer